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STATE OF FLORIDA  
ATTORNEYS AND COUNSELORS AT LAW

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May 19, 2000

FILED  
00 MAY 19 PM 12: 08  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32301

VIA HAND DELIVERY

Re: LearnSomething.com, Inc.

000003258870--9  
-05/19/00--01024--008  
\*\*\*\*131.00 \*\*\*\*\*52.50

Dear Madam/Sir:

Enclosed are an original and one copy each of the Third and the Fourth Articles of Amendment to Articles of Incorporation of the referenced Florida corporation. Also enclosed is this firm's check in the amount of \$131.00, comprised of a \$35.00 filing fee for each amendment, a \$17.50 filing fee for two certified copies of the third amendment, and a \$43.50 certified copy fee for two certified copies of the fourth amendment (13 pages in excess of the 8 page maximum).

We would appreciate your stamping as received the additional copy of each amendment and returning them via our messenger. Please do not hesitate to phone our office if you have any questions. We will have our messenger return to pick up the certified copies and the certificates of filing, if you will be so kind as to call me at 425-5457 to let me know they are ready.

Thank you in advance for your usual assistance in these matters.

*Amend  
5-19-00  
BMS*

Sincerely,

*Donna Marie Walters*  
Donna Marie Walters,  
Assistant to Robert A. Pierce

RECEIVED  
00 MAY 19 AM 10: 05  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

/dmw  
Enclosures  
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THIRD ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
LEARNSOMETHING.COM, INC.

**FILED**  
00 MAY 19 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation, **LEARNSOMETHING.COM, INC.**, adopts the following Third Articles of Amendment to its Articles of Incorporation:

1. Article VII, Preemptive Rights, of the Amended and Restated Articles of Incorporation is hereby deleted in its entirety.
2. Article VIII, Number of Directors, is amended to read:

**ARTICLE VIII**  
**Number of Directors**

*This Corporation shall have no less than one (1) and no more than fifteen (15) Directors. The number and election of Directors shall be made as provided in the By-laws. The terms of all directors shall expire at the annual meeting of the stockholders as provided for in the By-laws. All directors shall have a term of one (1) year.*

3. Article XII, Minimum Vote of Board of Directors for Certain Corporate Action, is hereby deleted in its entirety.

4. Pursuant to Sections 607.1003 and 607.1006, Florida Statutes, and in accordance with the Amended and Restated Articles of Incorporation of the Corporation, by majority vote the Shareholders authorized and consented in writing on May 17th, 2000, to the filing of these Third Articles of Amendment to the Articles of Incorporation as amended and restated and filed with the Secretary of State on November 12, 1999, and as subsequently amended by Articles of Amendment filed December 9, 1999, and further amended by Second Articles of Amendment filed February 9, 2000. The majority vote of Shareholders was sufficient for approval.

Signed this 18th day of May, 2000.

**LEARNSOMETHING.COM, INC.**

By: 

**William J. Crumpacker, III**  
Its Chief Executive Officer

LearnSomething.com, Inc.  
THIRD ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION